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2010 SEP 24 AM 11:38
CLERK OF COURT

Defendants.

[illegible]

4-10 CV - 711-Y
Civil Action No.

SEC v. Michael Jobe, et al.
Complaint
Page-1

securities. Vlasich purchased XTO Energy call options prior to the December 14 announcement.

2. In the interest of preventing any future illegal conduct by the Defendants, the Commission seeks orders of the Court permanently enjoining Jobe and Vlasich from engaging in future violations of the antifraud provisions of the federal securities laws, requiring Jobe and Vlasich to disgorge, with prejudgment interest, the unjust enrichment gained as a result of the actions described herein, and imposing civil money penalties under Section 21A of the Exchange Act [15 U.S.C. § 78u-1] against the Defendants.

JURISDICTION

3. The Court has jurisdiction over this action under Section 27 of the Securities Exchange Act of 1934 ("Exchange Act") [15 U.S.C. § 78aa]. Jobe and Vlasich, directly or indirectly, used the means or instruments of interstate commerce, the mails, or the facilities of a national securities exchange in connection with the acts described herein. Venue is proper because certain of the transactions, acts, practices, and courses of business occurred within the Northern District of Texas.

PARTIES

4. Michael Jobe is retired and resides in Fort Worth.

5. Richard Vlasich is a friend of Michael Jobe and resides in Fort Worth. He is also retired.

BACKGROUND FACTS

6. XTO Energy was an oil and gas exploration and production company headquartered in Fort Worth. Its common stock traded on the NYSE with a ticker symbol of XTO until June 25,

2010. Exxon Mobil is one of the largest oil and gas exploration and production companies in the world, headquartered in Irving, Texas. Exxon's common stock trades on the NYSE with a ticker symbol of XOM.

7. On December 14, 2009, Exxon Mobil announced, prior to the opening of trading, that it would acquire XTO Energy. As a result of the announcement, the price of XTO's stock jumped nearly 20%, from \$41.49 at the close on December 11, 2009 (the business day before the announcement) to as high as \$49.10 a share on the day of the announcement.

8. Jobe learned from an XTO Energy employee about XTO Energy's impending acquisition by Exxon Mobil approximately two weeks before the December 14 announcement. The employee told Jobe about the proposed transaction and told him not to trade based on the information. The employee also advised him not to "say anything" about the impending deal to anyone else.

9. Jobe agreed with the XTO Energy employee that he would not trade on the information he received or pass the information on to anyone else.

10. Jobe and Vlasich have been friends for years and spoke several times a week, typically about stocks and trading. On December 11, 2009, Jobe informed Vlasich of the impending merger and advised Vlasich to purchase XTO Energy securities.

11. On December 9, 2009, at approximately 12:40 p.m., Jobe purchased 1,000 XTO Energy shares of common stock at \$39.94 per share in a rollover IRA account in the name of a family member. Between 3:34 p.m. EST and 3:57 p.m. EST on December 11, Jobe purchased 250 XTO Energy December 43 call options at \$.15 each in another account in a family member's name.

After the December 14 announcement, Jobe sold the call options, yielding total gains of \$99,550. The XTO Energy shares were priced at \$47.61 each at the end of trading on December 14, 2009, yielding Jobe a gain of \$7,670 on those shares.

12. On December 11, after Jobe told him about the impending merger, Vlasich purchased a total of 200 December 40 call options at \$1.66 and \$1.67 each and 1000 January 45 XTO Energy call options at between \$.44 and \$.50 each in two accounts. His purchases were made between 1:57 p.m. EST and 3:38 p.m. EST. Vlasich sold the options the day of the announcement, profiting by \$466,295.90.

CLAIM FOR RELIEF

Violations of Section 10(b) of the Exchange Act and Rule 10b-5 Thereunder

13. Plaintiff Commission repeats and incorporates paragraphs 1 through 12 of this Complaint by reference as if set forth *verbatim*.

14. Jobe and Vlasich, with scienter and by use of the means or instrumentalities of interstate commerce or of the mails, in connection with the purchase or sale of securities: (a) employed devices, schemes, or artifices to defraud; (b) made untrue statements of material fact or omissions to state material facts necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and/or (c) engaged in acts, practices or courses of business which operated or would operate as a fraud or deceit.

15. By reason of the actions alleged herein, Jobe and Vlasich violated Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5 [17 C.F.R. § 240.10b-5].

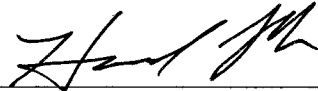
REQUEST FOR RELIEF

The Commission seeks the following relief:

- (i) an order of the Court permanently enjoining Jobe and Vlasich from violating Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Exchange Act Rule 10b-5 [17 C.F.R. § 240.10b-5];
- (ii) an order of the Court requiring Jobe and Vlasich to disgorge illicit benefits realized as a result of the actions alleged herein and to pay prejudgment interest thereon;
- (iii) an order of the Court imposing civil monetary penalties against Jobe and Vlasich under Section 21A of the Exchange Act [15 U.S.C. § 78u-1]; and
- (iv) such other relief as this Court may deem just and proper.

Dated: September 24, 2010

Respectfully submitted,



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JS 44 (Rev. 2/10)

RECEIVED
U.S. DISTRICT COURT
DISTRICT OF TEXAS
FORT WORTH

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

I. (a) PLAINTIFFS

SECURITIES AND EXCHANGE COMMISSION

(b) County of Residence of First Listed Plaintiff
(EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorney's (Firm Name, Address, and Telephone Number)
HAROLD R. LOFTIN, JR.
801 Cherry Street, Suite 1900
Fort Worth, TX 76201 (817) 978-6450

DEFENDANTS

MICHAEL JOBE and RICHARD VLASICH, Defnesants

County of Residence of First Listed Defendant Tarrant
(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE LAND INVOLVED.

Attorneys (If Known)
Dan C. Guthrie, Jr., Attorney for Defendant Michael Jobe
Wayne Secore, Attorney for Richard Vlasich

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- ☒ 1 U.S. Government Plaintiff
☐ 2 U.S. Government Defendant
☐ 3 Federal Question (U.S. Government Not a Party)
☐ 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

- | | PTF | DEF | | PTF | DEF |
|---|----------------------------|----------------------------|---|----------------------------|----------------------------|
| Citizen of This State | <input type="checkbox"/> 1 | <input type="checkbox"/> 1 | Incorporated or Principal Place of Business In This State | <input type="checkbox"/> 4 | <input type="checkbox"/> 4 |
| Citizen of Another State | <input type="checkbox"/> 2 | <input type="checkbox"/> 2 | Incorporated and Principal Place of Business In Another State | <input type="checkbox"/> 5 | <input type="checkbox"/> 5 |
| Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3 | <input type="checkbox"/> 3 | Foreign Nation | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 |

IV. NATURE OF SUIT (Place an "X" in One Box Only)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excl. Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise	PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury PERSONAL INJURY <input type="checkbox"/> 362 Personal Injury - Med. Malpractice <input type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability PERSONAL PROPERTY <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 610 Agriculture <input type="checkbox"/> 620 Other Food & Drug <input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 630 Liquor Laws <input type="checkbox"/> 640 R.R. & Truck <input type="checkbox"/> 650 Airline Regs. <input type="checkbox"/> 660 Occupational Safety/Health <input type="checkbox"/> 690 Other LABOR <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Mgmt. Relations <input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Empl. Ret. Inc. Security Act IMMIGRATION <input type="checkbox"/> 462 Naturalization Application <input type="checkbox"/> 463 Habeas Corpus - Alien Detainee <input type="checkbox"/> 465 Other Immigration Actions	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark SOCIAL SECURITY <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g)) FEDERAL TAX SUITS <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS—Third Party 26 USC 7609	<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable/Sat TV <input type="checkbox"/> 810 Selective Service <input checked="" type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 890 Other Statutory Actions <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes

V. ORIGIN

(Place an "X" in One Box Only)

- ☒ 1 Original Proceeding
☐ 2 Removed from State Court
☐ 3 Remanded from Appellate Court
☐ 4 Reinstated or Reopened
☐ 5 Transferred from another district (specify)
☐ 6 Multidistrict Litigation
☐ 7 Appeal to District Judge from Magistrate Judgment

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):
Section 10(b) of the Exchange Act of 1934 [15 U.S.C. §78j(b)] and Rule 10b-5 thereunder [17 C.F.R. § 240.10(b)].
Brief description of cause:

VII. REQUESTED IN COMPLAINT:

☐ CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23

DEMAND \$

CHECK YES only if demanded in complaint:

JURY DEMAND: ☐ Yes ☐ No

VIII. RELATED CASE(S) (See instructions)
PENDING OR CLOSED:

JUDGE

DOCKET NUMBER

DATE

9/24/10

SIGNATURE OF ATTORNEY OF RECORD

[Signature]

FOR OFFICE USE ONLY

RECEIPT #

AMOUNT

APPLYING IFP

JUDGE

MAG. JUDGE